

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Edison Jeffrey</u>			2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & Company, Inc. [PECO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2021</u>			<input checked="" type="checkbox"/> Director	10% Owner	
<u>11501 NORTHLAKE DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)	
(Street)	<u>CINCINNATI</u>	<u>OH</u>				<u>Chairman and CEO</u>		
(City)	(State)	(Zip)				6. Individual or Joint/Group Filing (Check Applicable Line)		
		<u>45249</u>				<input checked="" type="checkbox"/> Form filed by One Reporting Person		
						Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/02/2021		J	V	99,510.188 ⁽¹⁾⁽²⁾	D	\$0	26,351.334 ⁽³⁾	D	
Class B Common Stock	07/02/2021		J	V	99,510.188 ⁽¹⁾⁽²⁾	A	\$0	99,510.188	D	
Common Stock	07/02/2021		J	V	12,088.889 ⁽²⁾⁽⁴⁾	D	\$0	0	I	Held by Edison Properties LLC
Class B Common Stock	07/02/2021		J	V	12,088.889 ⁽²⁾⁽⁴⁾	A	\$0	12,088.889	I	Held by Edison Properties LLC
Common Stock	07/02/2021		J	V	36,534.722 ⁽²⁾⁽⁵⁾	D	\$0	0	I	Held by PELP
Class B Common Stock	07/02/2021		J	V	36,534.722 ⁽²⁾⁽⁵⁾	A	\$0	36,534.722	I	Held by PELP ⁽⁶⁾
Common Stock	07/19/2021		P		50,000 ⁽⁷⁾	A	\$28	76,351.334	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Units	(8)(9)	07/15/2021		A		99,153		(8)(9)	(8)(9)	Common Stock	99,153	\$0	214,721.407 ⁽¹⁰⁾	D	

Explanation of Responses:

- On July 2, 2021, the Issuer effected a one-for-three reverse stock split (the "Reverse Stock Split") of all of its issued and outstanding shares of common stock ("Common Stock"), which resulted in the Reporting Person's ownership of issued and outstanding Common Stock being reduced from 298,530.567 shares of Common Stock to 99,510.188 shares of Common Stock.
- On July 2, 2021, immediately following the Reverse Stock Split, the Issuer effected a reclassification transaction exempt under Rule 16b-7 in which each issued and outstanding share of its Common Stock on July 2, 2021, was reclassified into a share of newly created Class B common stock; thus, all of the Reporting Person's shares of Common Stock held as of July 2, 2021, are now shares of Class B common stock. The Issuer's Class B common stock is identical to its Common Stock, except that (i) it is not currently listed on a national securities exchange and (ii) it will automatically convert to the Issuer's listed Common Stock on January 15, 2022.
- As a result of the Reverse Stock Split, the Reporting Person's ownership of unvested restricted stock units ("RSUs") representing underlying shares of Common Stock, which were issued to the Reporting Person under the Issuer's long term incentive plan, being reduced from 79,054 RSUs to 26,351.334 RSUs. Reporting Person's shares of Common Stock are subject to a 180-day lock-up beginning July 15, 2021.
- As a result of the Reverse Stock Split, the Reporting Person's ownership of Common Stock was reduced from 36,266.667 shares of Common Stock to 12,088.889 shares of Common Stock.
- As a result of the Reverse Stock Split, the Reporting Person's ownership of Common Stock was reduced from 109,604.167 shares of Common Stock to 36,534.722 shares of Common Stock.
- Phillips Edison Limited Partnership ("PELP") is a Delaware limited partnership. Mr. Edison is the manager of the general partner of PELP.
- Represents the purchase of shares of Common Stock directly from the Issuer's underwriters through the Reserved Share Program offered to the Issuer's directors, officers, associates, and certain other related persons in connection with its current registered underwritten public offering. Reporting Person's shares of Common Stock are subject to a 180-day lock-up beginning July 15, 2021.
- Represents Class B Units of limited partnership interests ("Class B Units") in Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership which is the Issuer's operating partnership ("PECO OP"), issued under the Issuer's long term incentive plan. At issuance, the Class B Units were subject to vesting and did not have full parity with common units of limited partnership interest in PECO OP ("OP Units") with respect to liquidating distributions, but upon the occurrence of certain events described in PECO OP's partnership agreement, could over time achieve full parity with the OP Units for all purposes. Upon vesting and achieving full parity with OP Units, the Class B Units would convert into an equal number of OP Units.
- Each OP Unit acquired upon conversion of a Class B Unit may be presented for redemption at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each OP Unit so presented for one share of Common Stock.
- On July 2, 2021, in connection with the Reverse Stock Split, PECO OP effected a one-for-three reverse split of all of its issued and outstanding OP Units and Class B Units, which resulted in the Reporting Person's ownership of Class B Units prior to this grant being reduced from 346,705.220 Class B Units to 115,568.407 Class B Units.

Remarks:

/s/ Jennifer Robison, Attorney-
in-Fact

07/19/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.